

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MASSACHUSETTS

MATERIALS SYSTEMS INC.

Plaintiff,

v.

MEASUREMENT SPECIALTIES, INC.

Defendant.

Civil Action No. 05-11115-DPW

STIPULATION OF DISMISSAL

Pursuant to Rule 41(a)(1)(ii) of the Federal Rules of Civil Procedure the parties, hereby agree and stipulate that all of the claims and counterclaims that have been, or could have been asserted, in this action are dismissed, without prejudice and without costs, each party to bear its own attorney's fees.

MEASUREMENT SPECIALTIES, INC.

MATERIALS SYSTEMS INC.

By its attorneys,

By its attorneys,

s/ Daniel J. Kelly
Daniel J. Kelly, BBO #553926
dkelly@ghlaw.com
GADSBY HANNAH LLP
225 Franklin Street
Boston, MA 02110
(617) 345.7000

s/ Thomas Frisardi
Thomas Frisardi BBO#552479
tfrisardi@davismalm.com
Andrew D. Myers, BBO# 556930
DAVIS, MALM & D'AGOSTINE
One Boston Place
Boston, MA 02108
(617) 367.2500

Dated: January 27, 2006